

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: Chapter 11 :
Chrysler LLC, et al., : Case No. 09.50002 (AJG)
Debtors. :
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**AMENDED REJECTED DEALERS' MOTION FOR RECONSIDERATION
OF THE JUNE 10, 2009 REJECTION ORDER
AND THE JUNE 19, 2009 REJECTION OPINION
AMENDED ONLY TO INCLUDE ADDITIONAL
REJECTED DEALERS AS MOVING PARTIES**

MOTION

COMES NOW, Island Jeep Incorporated (#26272), Scotia Motors Inc. (#54885), Golden Motors (#68423), Bob Taylor Jeep Inc (#23980), John Hine Pontiac (#68445), Pen Motors Inc. (#26517), West End Garage (#6948), Mauro Motors, Inc. (#5977), Bollinger's, Inc. (#25078), Brother's Motors Inc. (#68771), St Pete Jeep Chrysler (#26318), Rallye Auto Plaza Inc. (#44078), Neil Huffman Incorporated (#68107 & #43947), Bill Spurlock Dodge, Inc. (#43024), Rock of Texas Automotive Inc. (#60020), South Holland Dodge (#43020), Pride Chrysler Jeep (#67773), Thomas Dodge Corp (#44098), Taylor-Parker Motor Company (#67959), Evansville Chrysler Inc (#66101), Augusta Dodge Inc (#44615), M & M Dodge Inc (#59731), Scholtes Motors Inc (#39834), Axelrod Chrysler Inc (#68191), Jim Fiore Motors (#60124), Faws Garage (#62044), Lakes Chrysler Jeep Limited (#26448), Van Burkleo Motors Inc (#23861), Fisher Motors Inc (#23691), Courtesy Nissan Inc (#26294), Key Buick-Pontiac-AMC Inc (#42569),

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3002 Colby Avenue, Suite 306
Everett, Washington 98201
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Southeast Automotive (#23926), Extreme Jeep Inc (#26632), Ambassador Auto Service, Inc (#24160), Mueller Chrysler Inc (#64826), Wilson Dodge Nissan (#43679), Preston Chrysler Jeep (#63181), Fort Morgan Auto Center Inc (#45143), Superior Motors Inc (#24026), Waco Dodge Sales Inc (#41132), Archer Chrysler Jeep (#66098), D Patrick Inc (#23717), Brehm Group Inc (#68069), Birmingham Chrysler Plymouth Inc (#63747), Clarkston Motors Inc (#67545), Berlin Chrysler Inc (# 65052), El Dorado Motors Inc (#68399), Russo Group Enterprises Inc (#63391), Fox Hills Chrysler Jeep Inc (#66924), Orleans Dodge Chrysler Jeep Inc (#45231), Walker Motors Inc (#23005), Monicatti Chrysler Jeep Sales (#61888), Shoemaker's Jeep Inc (#23178), SNOW, LLC (#44620), Ray's Ford-Mercury Inc (#67191), Barber Bros Motor Co Inc (#67535), Van Lieshout & Simon Dodge (#51825), Drake Chrysler (#43097), Tenaflly Chrysler Jeep Inc (#23109), Wycoff Chrysler Inc (#67977), Terry Chrysler Jeep Inc (#67314), Sowell Automotive Inc (#43120), South Shore Chrysler (#64030), Cimino Brothers Ford Inc (#43961), Wilson Dodge Inc (#43679), Kalmar Motor Sales, Inc (#23502), Reuther Investment Co (#23738), Continental Chrysler Jeep Inc (#26017), Mt Clemens Dodge Inc (#59244), Golick Chrysler Jeep Inc (#23492), Bruce Campbell Dodge Inc (#43102), Clayton Amerman Inc (#53696), Duvall Chrysler Dodge Jeep, Inc (#60387), Auffenberger Chrysler Inc (#68628), and Alley's of Kingsport, Inc, (#42002), (hereafter, the "Movants") by and through counsel Stephen Pidgeon and Leo C. Donofrio of Pidgeon & Donofrio GP, and move this court to reconsider its ORDER, PURSUANT TO SECTIONS 105 AND 365 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 6006, (A) AUTHORIZING THE REJECTION OF EXECUTORY

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3002 Colby Avenue, Suite 306
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CONTRACTS AND UNEXPIRED LEASES WITH CERTAIN DOMESTIC DEALERS AND
(B) GRANTING CERTAIN RELATED RELIEF (hereafter, the “Rejection Order”) and the
court’s OPINION REGARDING AUTHORIZATION OF REJECTION OF ALL EXECUTORY
CONTRACTS AND UNEXPIRED LEASES WITH CERTAIN DOMESTIC DEALERS AND
GRANTING CERTAIN RELATED RELIEF (hereafter, the “Rejection Opinion”).

RELIEF REQUESTED

Movants seek an Order in the form attached hereto:

- (A) Vacating the June 10, 2009 Rejection Order and Claims Bar Date therein;
- (B) Vacating the June 19, 2009 Rejection Opinion;
- (C) Ordering New Chrysler to retroactively assume rejected dealers’ contracts;
- (D) Approving *Nunc Pro Tunc* the Implied Statutory Assumption of the rejected dealers’
contracts by Old Chrysler;
- (E) Ordering that Movants’ claims are priority administrative claims;
- (F) Reversing payment to priority lien holders;
- (G) Ordering payment of damages to Movants as priority lien holders; and
- (H) Ordering an evidentiary hearing to establish the damages of Movants.

EVIDENCE UPON WHICH MOVANTS RELY

Movants rely upon the following evidence within the court record:

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1. The statements of counsel and the evidence adduced with respect to the Motion, including at hearings before the Court on May 27, 2009, May 28, 2009, June 4, 2009 and June 9, 2009 (collectively, the "Hearings").

2. The deposition of James Press which was designated into the record.

3. The Debtor's Omnibus Motion of May 14, 2009 For Authorization To Reject Executory Contracts Of Certain Domestic Dealers.

4. This Court's Rejection Order, dated June 9, 2009.

5. This Court's Rejection Opinion, dated June 19, 2009.

6. This Court's Sale Order, dated June 1, 2009.

7. This Court's Sale Opinion, dated May 31, 2009.

8. Movants' Memorandum of Law, dated December 25, 2009.

9. The remainder of the files and records docketed in respect of this action.

10. The Master Transaction Agreement, dated April 30, 2009.

POINTS AND AUTHORITIES

See Memorandum in Support of the Rejected Dealers' Motion for Reconsideration of the June 10, 2009 Rejection Order and the June 19, 2009 Rejection Opinion.

Respectfully submitted this 14th day of January, 2010.

//Stephen Pidgeon //
STEPHEN PIDGEON, WSBA#25265
LEO C. DONOFRIO
Pidgeon & Donofrio GP
3002 Colby Ave, Ste 306, Everett, WA 98201
(425)605-4774

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